

R₄ is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl- and

R_{3a} is chosen from phenyl substituted with halo, lower-alkyl-, lower-alkoxy, cyano, nitro, methylenedioxy, or trifluoromethyl-; and naphthyl-.

36. A compound according to any one of claims **1-35** wherein R₂ and R₂' are each attached to a stereogenic center having an R-configuration.

37. A composition comprising a pharmaceutical excipient and a compound, salt, or solvate thereof of any one of claims **1-36**.

38. A composition according to claim 37, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I or said salt, solvate, or solvate of a salt thereof.

39. A composition according to claim 38, wherein said composition further comprises a taxane.

40. A composition according to claim 38, wherein said composition further comprises a vinca alkaloid.

41. A composition according to claim 38, wherein said composition further comprises a topoisomerase I inhibitor.

42. A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of a compound according to any one of claims 1 to 41.

43. A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of a compound according to any one of claims 1 to 41.

44. A method for the treatment of a cellular proliferative disease comprising administering to a subject in need thereof a compound according to any one of claims **1-41**.

45. A method for the treatment of a cellular proliferative disease comprising administering to a subject in need thereof a composition according to any one of claims **42-44**.

46. A method according to claim 44 or claim 45 wherein said disease is selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

47. The use, in the manufacture of a medicament for treating cellular proliferative disease, of a compound according to any one of claims **1-41**.

48. The use of a compound as defined in claim 47 for the manufacture of a medicament for treating a disorder associated with KSP kinesin activity.

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